

FORM D
PROCESSED

JUN 27 2008

THOMSON REUTERS
Mail Processing
Section

JUN 25 2008

19358129
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION, D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB Approval
OMB Number:3235-0076
Expires: May 31, 2008
Estimated average burden hours per response . . . 16.00

SEC USE ONLY	
Prefix	Serial
Date Received	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Sale of Limited Liability Company Interests

Filing Under (Check box(es) that apply) ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4 (6) ☐ ULOE

Type of Filing ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about issuer

Name of Issuer ☐ (check if this is an amendment and name has changed, and indicate change.)

Commonwealth Income & Growth Private Fund IV, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)

Brandywine Bldg. 1, Suite 200, 2 Christy Drive, Chadds Ford, PA 19317

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Brief Description of Business

Acquisition of information technology equipment and other similar capital equipment, which is leased to U.S. corporations and institutions.



08051122

Telephone Number
(610) 594-9600

Telephone Number (Including Area Code)

Type of Organization

☐ corporation ☐ limited partnership, already formed ☒ other (please specify): Limited Liability Company
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 0 6 Year 0 7 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State:

CN for Canada; FN for other foreign jurisdiction

☐ D ☐ E

GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes there the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be with the SEC.

Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control Number.

SEC 1972 (2-99) 1 of 8

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

Commonwealth Income & Growth Fund, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

Brandywine Bldg. 1, Suite 200, 2 Christy Drive, Chadds Ford, PA 19317

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Springsteen, Kimberly A.

Business or Residence Address (Number and Street, City, State, Zip Code)

Commonwealth Capital Corp., Brandywine Bldg. 1, Suite 200, 2 Christy Drive, Chadds Ford, PA 19317

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Abbott, Henry J.

Business or Residence Address (Number and Street, City, State, Zip Code)

Commonwealth Capital Corp., Brandywine Bldg. 1, Suite 200, 2 Christy Drive, Chadds Ford, PA 19317

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Lynn A. Franceschina

Business or Residence Address (Number and Street, City, State, Zip Code)

Commonwealth Capital Corp., Brandywine Bldg. 1, Suite 200, 2 Christy Drive, Chadds Ford, PA 19317

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Jay Dugan

Business or Residence Address (Number and Street, City, State, Zip Code)

Commonwealth Capital Corp., 400 Cleveland Street, 7th Floor, Clearwater, FL 33755

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering?
Answer also in Appendix, Column 2, if filing under ULOE.

Yes ☒ No ☐

2. What is the minimum investment that will be accepted from any individual?

\$25,000

3. Does the offering permit joint ownership of a single unit?

Yes ☒ No ☐

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Commonwealth Capital Securities Corp.

Business or Residence Address (Number and Street, City, State, Zip Code)

400 Cleveland Street, Seventh Floor, Clearwater, Florida 33755

Name of Associated Broker or Dealer

Commonwealth Capital Securities Corp.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☒ All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box ☐ and indicate in the column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify) <u>Limited Liability Company Interests</u>	\$ 35,000,000	\$ 0
Total	\$ 35,000,000	\$ 0

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or zero.

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	0	\$
Non-accredited Investors.....	0	\$
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.....

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/> \$ 0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/> \$ 8,000
Legal Fees.....	<input checked="" type="checkbox"/> \$ 15,000
Accounting Fees.....	<input type="checkbox"/> \$ 0
Engineering Fees.....	<input type="checkbox"/> \$ 0
Sales Commissions (Specify finder's fees separately)	<input checked="" type="checkbox"/> \$ 3,500,000
Other Expenses (identify) <u>Offering Fees and Expenses</u>	<input checked="" type="checkbox"/> \$ 875,000
Total.....	<input checked="" type="checkbox"/> \$ 4,398,000

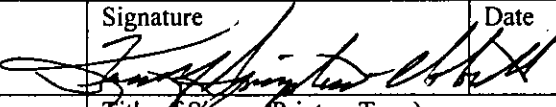
b. Enter the difference between the aggregate offering price given in response to Part C - Question I and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$30,602,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above.

	Payment to Officers, Directors & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Purchase of real estate.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$30,602,000
Construction or leasing of plant, buildings and facilities.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Repayment of indebtedness.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Working capital.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Other (specify):.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals.....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$30,602,000
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$30,602,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b) (2) of Rule 502.

Issuer (Print or Type) Commonwealth Income & Growth Private Fund IV, LLC	Signature 	Date 6-10-08
Name of Signer (Print or Type) Kimberly A. Springsteen-Abbott	Title of Signer (Print or Type) Chief Executive Officer of Manager	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

CIGPF IV DETAILED CONTACT LIST

BROKER/DEALER	CONTACT FOR NOTICE PURPOSES	TELEPHONE	SIGNATORY
Alternative Wealth Strategies, Inc.			
1040 North Kings Highway, Suite 302 Cherry Hill, NJ 08034	Mr. James C. Gaul (CEO)	(856) 755-0707	James C. Gaul CEO/Chairman
Brookstone Securities, Inc.			
520 South Florida Ave. Lakeland, FL 33801	Mr. Antony L. Turbeville (President)	(863) 687-3679	David W. Locy VP/CFO/CCO
Burch & Company, Inc			
911 Main Street, Suite 600 Kansas City, MO 64105-5366	Jessica Burch Vice President	(816) 842-4660	Jessica Burch Vice President
D.H. Hill Securities, LLP			
19747 Hwy 59 N Suite 101 Humble, TX 77338	Mr. Dan Hill (President & G.P.)	(281) 446-0422	Dan Hill President
Eagle One Investments, LLC			
401 Westview Court Washington, IA 52353-0886	Mr. Steve Svoboda (President)	(319) 653-9001	Steve Svoboda President
Empire Securities Corp.			
10 Universal City Plaza, 20th Floor Universal City, CA 91608	Mr. Jamie Bennett (Chairman/CEO)	(818) 753-2353	Phillip J. Rodriguez President/CEO
Eplanning Securities Inc (Limited)			
3721 Douglas Blvd Suite 200 Roseville, CA 95661	Eric Loaiza Compliance Manager	(888) 815-1000	Eric Loaiza Compliance Manager
First Discount Brokerage Inc			
7134 S. Yale, Suite 560 Tulsa, OK 74136	Robert Layton COO	(561) 515-3206	Robert Layton COO
G.A. Repple & Company			
101 Normandy Road, Suite 101 Casselberry, FL 32707	Mr. Glenn A. Repple (President)	(407) 339-9090	Glenn A. Repple President
Gold Coast Securities, Inc.			
275 E. Hillcrest Dr., Suite 225 Thousand Oaks, CA 91360	Mr. Tae P. Ho (President)	(805) 496-3660	Tae P. Ho President
Grant Bettingen, Inc.			
4100 Newport Place, Suite 630 Newport Beach, CA 92660	Mr. Grant Bettingen (President)	(949) 8541-5830	Grant Bettingen President
Gunn Allen Financial			
5002 W. Waters Avenue Tampa, FL 33634	Mr. Domenic Morrone (V.P. Financial Products & Services)	(813) 828-0202	Domenic Morrone Dir.Fin.Products & Serv.
Harrison Douglas, Inc.			
3025 South Parker Rd., # 801 Aurora, CO 80014	Mr. Douglas W. Schriener (President)	(303) 597-1985	Douglas Schriener President
Independence Capital Company			
5579 Pearl Rd #100 Parma, OH 44129	Dennis Twarogowski Compliance Officer	(440) 888-7000	Dennis Twarogowski Compliance Officer

Investment Planners, Inc.			
226 W. Eldorado	Mr. David P. Koshinski	(217) 425-6340	David P. Koshinski
Decatur, IL 62522	(Executive Vice-President)		Executive VP
Investors Capital Corp.			
230 Broadway Ave.	Mr. Craig Spadafora	(800) 949-1422	Craig Spadafora
Lynnfield, MA 01940	(Due Diligence Officer)	Ext. 220	Strategic Rel. Manager
Jesup & Lamont Securities Corporation			
650 5th Ave.	Kurt Hurst	(212) 307-2660	Kurt Hurst
New York, NY 10019	VP of Operations		VP of Operations
Kaiser & Company			
6101 YellowStone Road	Todd Bishop	(307) 634-1547	Todd Bishop
Cheyenne WY 82009	President		President
MHA Financial Corp.			
4 Pheasant Hill St.	Mr. C. William Hoilman	(781) 769-8066	C. William Hoilman
Westwood, MA 02090	(President)		President
Money Concepts Capital Corp.			
11440 N. Jog Road	Ms. Terri Walsh	(561) 472-2000	Terri Walsh
Palm Beach Gardens, FL 33418	(Senior Vice-President/CCO)		Senior VP/CCO
National Securities Corp			
875 N Michigan Ave #1560	Mathew Portes	(312) 867-3447	Mathew Portes
Chicago, IL 60611	Director of Alternative Investments		Dir. of Alt. Investments
Nelson Capital Company			
500 Pine St., Suite 8	Mr. Jeffrey L. Nelson	(716) 487-0337	Jeffrey L. Nelson
Jamestown, NY 14701	(Principal)		Principal
Peak Securities Corporation			
10225 Ulmerton Road, Suite 3D	Mr. David W. Dube	(727) 536-7100	David W. Dube
Largo, FL 33771	(President)		President
Resource Horizons Group, LLC.			
1350 Church St. Ext. NE, 3rd Floor	Ms. Laura Tedball	(678) 319-1970	Kelly Miller
Marietta, GA 30060	(CCO)		President
Sloan Securities Corp.			
2 Executive Drive	Mr. James C. Ackerman	(201) 592-9900	James C. Ackerman
Fort Lee, NJ 07024	(CEO)		CEO
Stephen A. Kohn & Associates, Ltd.			
3232 S. Vance St., Suite 210	Ms. Nicole S. Slack	(303) 984-2558	Nicole S. Slack
Lakewood, CO 80227	(Vice-President)		Vice-President
Synergy Investment Group, LLC			
8320 University Executive Park Drive, Suite	Mr. Calvin Richey	(704) 295-6644	Calvin Richey
Charlotte, NC 28262	(Director of Licensing & Registration)		Director of Licensing
W.F.P. Securities			
6020 Cornerstone Court, West, Suite 240	Mr. Rees Horney	(858) 677-0377	Warren R. Horney
San Diego, CA 92121	(Senior Vice-President)		Senior Vice-President
Waterford Investors Services Inc.			
1201 S. Highland Ave., Suite 2	Mr. Frank Wainscott	(727) 441-1616	Frank J. Wainscott

Clearwater, FL 33756	(President)		President
Workman Securities Corporation			
6500 City West Parkway, Suite 350	Mr. Robert A. Vollbrecht	(952) 541-6094	Robert A. Vollbrecht
Eden Prairie, MN 55344	(President)		President

END